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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850)205-0381

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Account Name : GARRY NELSON
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FLORIDA PROFIT CORPORATION OR P.A.

PILATES SOUTH, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
PILATES SOUTH, INC.

ARTICLE I
NAME AND ADDRESS

The name of the Corporation is:

PILATES SOUTH, INC.

The principal place of business and mailing address of the Corporation is:

75 Gulfstream Rd., #301
Dania Beach, FL 33004

ARTICLE II
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III
PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 1000 SHARES COMMON STOCK having \$0.01 PAR VALUE each.

ARTICLE V
PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe, purchase, or otherwise acquire such shares.

This document prepared by: Garry Nelson
1401 Brickell Ave., Suite 300
Miami FL 33131 - FL Bar No. 717266
Tel. (305) 374-2002 - Fax (305) 285-1982

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ARTICLE VI
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is:

1401 Brickell Ave., Suite 300
Miami FL 33131-3502

The initial Registered Agent at that address is Michael J. Liberatore, Esq.

ARTICLE VII
DIRECTORS AND OFFICERS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement in effect.

The name and address of the member(s) of the first Board of Directors who shall serve until the first annual meeting of shareholders, or until successors are elected and qualified, shall be:

NAME:

Catherine MacAskill

ADDRESS:

3360 Ponytrail Drive, #31
Mississauga, ON L4X 1V5 Canada

The names of the first officers, who shall serve until the first annual meeting of directors or shareholders or until their successors are elected and qualified shall be:

OFFICES HELD:

NAMES:

President

- Catherine MacAskill

Vice President

- (None)

Secretary

- Catherine MacAskill

Treasurer

- (None)

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is:

Michael J. Liberatore, Esq.
1401 Brickell Ave., Suite 300
Miami FL 33131-3502

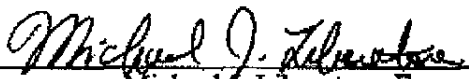
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ARTICLE IX
INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of January, 2003.


Incorporator: Michael J. Liberatore, Esq.

Pursuant to Section 607.0501, Florida Statutes, having been named to accept service of process for

PILATES SOUTH, INC.

at the place designated in these Articles. I agree to act in this capacity, and agree to comply with Chapter 48.091, F.S., relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.


Registered Agent: Michael J. Liberatore, Esq.

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